

Taylor, Morell & Gitomer

Suite 210
919 18th St., N.W.
Washington, DC 20006
(202) 466-6530/FAX (202) 466-6528

December 18, 1992

Suite 230
310 Golden Shore
Long Beach, CA 90802
(310) 436-2519/FAX (310) 436-5393

Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

RECORDATION NO. 8838-EE
FILED M25

DEC 18 1992 - 11 12 AM

INTERSTATE COMMERCE COMMISSION

Dear Secretary Strickland:

I have enclosed two originals and three certified copies of the document described below, to be recorded pursuant to 49 U.S.C. 11303.

The document is a Bill of Sale, a secondary document, dated as of October 31, 1992. The primary documents to which this is connected are recorded under Recordation Nos. 8838, 8940, and 17729. We request that this Bill of Sale be recorded under Recordation Nos. 8838-EE, 8940-K, and 17729-C. Please retain one certified copy for each recordation file, and stamp all three recordation numbers on each of the two originals and return them to the undersigned.

The names and addresses of the parties to the Bill of Sale are as follows:

Seller:

GATX Third Aircraft Corporation
Four Embarcadero Center
Suite 2200
San Francisco, California 94111

Buyer:

General Electric Railcar Leasing Services Corporation
105 West Madison Street
Chicago, IL 60602

A description of the equipment covered by the Bill of Sale consists of: 97 70-ton Plate "C" Boxcars numbered CCR 6290-6326, 6328-6331, 6333-6342, and 6344-6389, inclusive.

Honorable Sidney L. Strickland, Jr.

December 18, 1992

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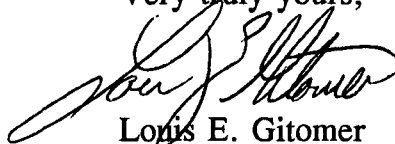
A fee of \$48.00 is enclosed. Please return the two originals to:

Louis E. Gitomer
Suite 210, 919 18th Street, N.W.
Washington, DC 20006

A short summary of the document to appear in the index follows:

A Bill of Sale, a secondary document, dated as of October 31, 1992, between the Seller, GATX Third Aircraft Corporation, Four Embarcadero Center, Suite 2200, San Francisco, California 94111, and the Buyer, General Electric Railcar Leasing Services Corporation, 105 West Main Street, Chicago, Illinois 60602, covering 97 70-ton Plate "C" Boxcars numbered CCR 6290-6326, 6328-6331, 6333-6342, and 6344-6389, inclusive.

Very truly yours,



Louis E. Gitomer
Counsel for
GATX Third Aircraft Corporation

Attachments

EXHIBIT A

DEC 18 1992 - 11 22 AM

Bill Of Sale

INTERSTATE COMMERCE COMMISSION

IN CONSIDERATION of the receipt of the sum of One Dollar (\$1.00), in hand paid, and for other good and valuable consideration, GATX Third Aircraft Corporation, a Delaware corporation with an address at Four Embarcadero Center, Suite 2200, San Francisco, California 94111 ("Seller"), does hereby sell, assign, transfer and convey absolutely to GENERAL ELECTRIC RAILCAR LEASING SERVICES CORPORATION, a Delaware corporation with an address at 33 West Monroe Street, Chicago, Illinois 60603 ("Buyer"), all right, title, and interest in and to the railway rolling stock more specifically described on Schedule 1 attached hereto and made a part hereof (the "Boxcars"), and all appurtenant rights relating thereto. Seller is the lawful owner of the Boxcars and title to the Boxcars is transferred to Buyer free and clear of all liens, claims, demands, encumbrances, privileges, pledges or other charges of any nature and kind whatsoever created or caused to exist by Seller other than Leases (as the term Leases is defined in that certain Purchase and Sale Agreement by and between Buyer and Seller Dated as of October 31, 1992, (the "Agreement")), except that the Boxcars are subject to the Lease.

THE PURCHASED ASSETS ARE TRANSFERRED "AS IS" "WHERE IS". EXCEPT FOR THE REPRESENTATION AND WARRANTIES CONTAINED IN SECTION 5 OF THE AGREEMENT, SELLER DOES NOT MAKE AND SHALL NOT BE DEEMED TO HAVE MADE ANY REPRESENTATION OR WARRANT, EXPRESS OR IMPLIED, NOW OR HEREFTER AS TO THE VALUE, CONDITION, DESIGN, OPERATION MERCHANTABILITY, FITNESS FOR USE OR FOR A PARTICULAR PURPOSE, MAINTENANCE OR MARKETABILITY OF ANY PURCHASED ASSET OR THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, OR THE ABSENCE OF ANY DEFECT IN, ANY PURCHASED ASSET, OR ANY WARRANTIES ARISING FROM COURSE OF PERFORMANCE, COURSE OF DEALING OR USAGE OF TRADE.

Dated as of this 31st day of October, 1992.

GATX THIRD AIRCRAFT CORPORATION

By: [Signature]

Its: Vice President

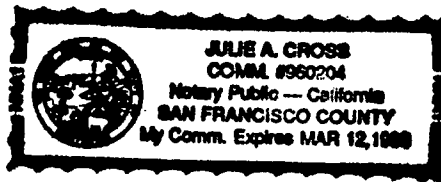
STATE OF CALIFORNIA)
COUNTY OF SAN FRANCISCO) SS

On this 16th day of December, 1992, before me personally appeared John B. West to me personally known, who, being by me duly sworn, says that she/he is VICE PRESIDENT of GATX Third Aircraft Corporation, and that the foregoing Bill of Sale was signed on behalf of said corporation by authority of its Board of Directors. Further, she/he acknowledged that the execution of the foregoing Bill of Sale was the free act and deed of said corporation.


Notary Public

[Notarial Seal]

My commission expires: 3/12/96



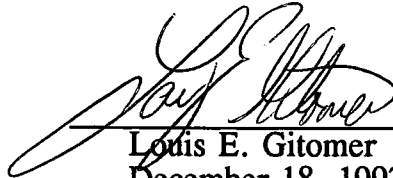
SCHEDULE I

List of Equipment

**97 50' 70-ton Plate "C" Boxcars
numbers CCR 6290-6326, 6328-
6331, 6333-6342 and 6344-6389,
inclusive.**

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy of the original Bill of Sale, dated as of October 31, 1992, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
December 18, 1992